

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

In re: Target Corporation Customer Data
Security Breach Litigation

MDL No. 14-2522 (PAM/JJK)

This Document Relates to:

All Consumer Cases

**CONSUMER PLAINTIFFS' MOTION FOR FINAL APPROVAL OF CLASS
ACTION SETTLEMENT**

Pursuant to Rules 23(e) and 54 of the Federal Rules of Civil Procedure, the Settlement Class, by its Lead Counsel Vincent J. Esades, respectfully moves the Court for the entry of Final Judgment: (a) finally approving the proposed settlement of this action set forth in the Settlement Agreement; (b) approving the requested service awards to each of the Class Representatives; (c) awarding attorneys' fees and expenses in the amount of \$6.75 million pursuant to Consumer Plaintiffs' Motion for Payment of Service Awards to Class Representatives and for Award of Attorneys' Fees and Reimbursement of Expenses, ECF No. 481; and (d) dismissing this case with prejudice against Defendant (except for persons who have opted out of the Settlement) according to the terms of the Settlement.

This Motion, supported by Consumer Plaintiffs' Memorandum in Support of Motion for Final Approval of Class Action Settlement, Approval of Service Awards to Class Representatives and Payment of Attorneys' Fees and Expenses, the Declaration of Shannon R. Wheatman, Ph.D. on Implementation and Adequacy of Notice Plan, the

Declaration of Amy Lake Regarding Settlement Administration, the Declaration of Consumer Plaintiffs' Lead Counsel Vincent J. Esades in Support of Motion for Final Approval, the Declaration of the Honorable Arthur J. Boylan (Ret.) in Support of Plaintiffs' Motion for Final Approval of Class Action Settlement, and further based on all papers and records filed in this matter, is made on the following grounds:

1. As set forth in the Court's March 19, 2015 Order Certifying a Settlement Class, Preliminarily Approving Class Action Settlement and Directing Notice to the Settlement Class ("Preliminary Approval Order") (ECF No. 364), the Settlement Class, as defined in the Settlement Agreement, meets the requirements of Rule 23(a) and Rule 23(b)(3) of the Federal Rules of Civil Procedure.

2. The Settlement is fair, reasonable and adequate. Final approval of the Settlement is strongly supported by the Court's careful consideration of the four factors used by District Courts within the Eighth Circuit for determining whether a settlement is fair, reasonable and adequate under Federal Rule of Civil Procedure 23(e)(2): (a) the merits of plaintiffs' case weighed against the settlement terms; (b) the defendant's financial condition; (c) the complexity and expense of further litigation, and (d) the amount of opposition to the settlement. *In re Wireless Tele. Fed. Cost Recovery Fees Litig.*, 396 F.3d 922, 932 (8th Cir. 2005); *Grunin*, 513 F.2d at 124.

3. Pursuant to the multifaceted notice plan set forth in the Court's Preliminary Approval Order, which the Court found to be fair and reasonable and to comply with due process and Rule 23(c), the Settlement Class has been notified of the Settlement.

4. For the reasons set forth in Consumer Plaintiffs' Memorandum in Support of Motion for Payment of Service Awards to Class Representatives and for an Award of Attorneys' Fees and Reimbursement of Expenses, Class Counsel's requests for service awards to Class Representatives and for an award of fees and expenses are fair, reasonable and meet established legal standards.

5. Pursuant to LR 7.1(a), the parties have conferred and Defendant's Counsel has advised Consumer Plaintiffs' Counsel that Defendant does not oppose this Motion.

WHEREFORE, based on the foregoing, and for the reasons set forth in the accompanying memorandum and declarations, Consumer Plaintiffs' Lead Counsel respectfully urges the Court to grant Consumer Plaintiffs' Motion and enter the agreed upon proposed Final Judgment (attached to the Settlement Agreement as Ex. 2, ECF No. 358-1.

Dated: October 9, 2015

Respectfully submitted,

s/ Vincent J. Esades
Vincent J. Esades (249361)
David Woodward (018844X)
HEINS MILLS & OLSON, P.L.C.
310 Clifton Avenue
Minneapolis, MN 55403
Tel.: (612) 338-4605
Fax: (612) 338-4692
vesades@heinsmills.com
dwoodward@heinsmills.com

Lead Counsel Consumer Cases

E. Michelle Drake (0387366)
NICHOLS KASTER, PLLP
4600 IDS Center
80 South 8th Street

Minneapolis, MN 55402
Tel.: (612) 256-3200
Fax: (612) 338-4878
drake@nka.com

Liaison Counsel Consumer Cases

John A. Yanchunis
MORGAN & MORGAN COMPLEX
LITIGATION GROUP, PA
201 North Franklin Street, 7th Floor
Tampa, FL 33602
Tel.: (813) 223-5505
Fax: (813) 223-5402
jyanchunis@forthepeople.com

**Executive Committee - Coordinating
Lead and Liaison Counsel**

Daniel C. Girard
GIRARD GIBBS LLP
601 California Street, 14th Floor
San Francisco, CA 94108
Tel.: (415) 981-4800
Fax: (415) 981-4846
DCG@girardgibbs.com

Ariana J. Tadler
MILBERG LLP
One Pennsylvania Plaza, 49th Floor
New York, NY 10119
Tel.: (212) 594-5300
Fax: (212) 868-1229
atadler@milberg.com

Norman E. Siegel
STUEVE SIEGEL HANSON LLP
460 Nichols Road, Suite 200
Kansas City, MO 64112
Tel.: (816) 714-7100
Fax: (816) 714-7101
siegel@stuevesiegel.com

Steering Committee Consumer Cases